

CERTIFICATE
OF
AMENDMENT
OF
BYLAWS
OF
EMERGENCY MEDICAL SERVICES
MEDICAL DIRECTORS'
ASSOCIATION OF CALIFORNIA, INC.
A California Nonprofit Public Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of Emergency Medical Services Medical Directors' Association of California, Inc. ("EMDAC, Inc.") and that the following provisions have been adopted and added as an Amendment to the Bylaws of EMDAC, Inc., having been duly adopted by the membership and the Board of Directors of EMDAC, Inc., pursuant to Sections 9.1 and 9.2 of the Bylaws of EMDAC, Inc., on _____, 1999, at a duly noticed meeting of the Corporation:

ARTICLE X
Conflict of Interest

Section 10.1 Interested Directors, Officers or Members. A "self-dealing" transaction means a transaction or action of any kind in which the Corporation is a party (including the issuing of position papers or any recommendation or statement of procedure, protocol, endorsement or other similar action of the Corporation, its directors, officers or members) and in which one or more of directors has a material financial or professional interest. In such self-dealing transactions, a director is an "interested director."

Section 10.2 Disclosure Required. Where a director, officer or member has actual knowledge of a material financial or professional interest in a "self-dealing" transaction or action of the Corporation, the director, officer or member must make a full and fair disclosure of the nature and extent of his or her financial interest prior to participating in a discussion, vote or other action regarding the transaction or action of the Corporation. Upon disclosure, the "self-dealing" transaction may go forward only if:

- 1) the Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated;
- 2) or the following facts are established:
 - a) the Corporation entered into the transaction for its own benefit or to further its established purposes;
 - b) the transaction or action was fair and reasonable to the Corporation or reasonably furthered its established purposes;
 - c) prior to consummating the transaction or any part thereof, the Board or membership authorized or approved the transaction in good faith by a vote of the majority of directors or members authorized to vote then in office *without counting the vote of the interested director, officer or member*, and with knowledge of the material facts concerning the transaction or action of the Corporation and the interested director, officer or member's financial interest in the transaction; and
 - d) prior to authorizing or approving the transaction or action the Board considered and in good faith determined after reasonable investigation under the circumstances that the Corporation in the furtherance of its purposes could not have obtained a more advantageous arrangement with reasonable efforts; or
- 3) or the following facts are established:
 - a) a committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in subparagraph 2) of this section;
 - b) it was not reasonably practicable to obtain approval of the Board prior to entering into the transaction or taking the action; and
 - c) the Board, after determining in good faith that the conditions of subparagraph 3)a) and b) were satisfied, ratified the transaction or action at its next meeting by a vote of the majority of the directors or members *without counting the vote of the interested director or member*.

In the absence of disclosure, and in the absence of the foregoing conditions, the interested director, officer or member may be liable for monetary and other damages that a court may determine as fair and equitable to remedy the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal, if any, of EMDAC, Inc. on this ____ day of _____, 1999.

James Andrews